

# **EXHIBIT 1**

### AMENDMENT #3 TO SUPPLY AGREEMENT FOR REFRIGERTION PRODUCTS

Transform SR LLC, Transform KM LLC and Transform SR Brands Management LLC, each a Delaware limited liability company, on behalf of itself and for the benefit of its Affiliates ("**Transform**"), and Winiadaewoo Electronics America, Inc., formerly known as Dongbu Daewoo Electronics Corp, a Florida corporation ("**Daewoo**") have agreed to enter into this Third Amendment (the "**Amendment**") to that certain Supply Agreement for Refrigeration Products by and between certain debtor entities identified in the Original Agreement and Daewoo, dated as of July 18, 2016 (as has been amended from time to time, the "**Original Agreement**"), which Original Agreement is attached hereto as Exhibit A. The date of this Amendment is that date when all Parties have signed it, but effective as of the date on which the Bankruptcy Court's order approving the assumption and assignment of the Original Agreement becomes effective as to such Original Agreement ("**Assignment Effective Date**"). Transform and Daewoo may each be referred to as a "**Party**" or collectively as the "**Parties**" to this Amendment. "Affiliate(s)" means any individual, entity (e.g., corporation, L.L.C., etc.) that, at the applicable time, directly or indirectly controls, is controlled with or by or is under common control with, a Party. Notwithstanding the foregoing, only entities directly or indirectly controlled by Transform Holdco LLC shall be deemed Affiliates of Company for purposes of this Agreement.

Sears Holdings Corporation, and many of its affiliates (together, "**Debtors**") filed for chapter 11 bankruptcy protection on October 15, 2018. After obtaining approval of the transaction from the United States Bankruptcy Court for the Southern District of New York (the "**Bankruptcy Court**"), on February 11, 2019, substantially all of the Debtors' assets were purchased by Transform and Transform began operating substantially all of Debtors' businesses, in accordance with that certain Asset Purchase Agreement, dated as of January 17, 2019 (as may be amended, restated, or amended and restated from time to time, including pursuant to that certain Amendment No. 1 to Asset Purchase Agreement dated February 11, 2019, by the parties thereto) by and between Sears Holdings Corporation and certain of its subsidiaries (together, "**Sellers**") and Transform Holdco LLC ("**Buyer**") (the "**APA**"). Pursuant to the APA and the Bankruptcy Court order approving the transaction (Docket No. 2507), Buyer is permitted to elect to have certain of the Debtors' executory contracts or unexpired leases assumed and assigned in accordance with Section 365 of Title 11 of the United States Code.

The Parties agree as follows:

- I. **Waiver of Cure Amounts.** Daewoo waives its rights to any amounts that may have been owed under the Original Agreement, accordingly, Transform shall pay to Daewoo a total of \$0.00 (zero dollars) (the "**Cure Amount**") on account of amounts owing under the Original Agreement. All conditions to the assumption and assignment of the Original Agreement have been satisfied, including the cure of all outstanding defaults of the Debtors under the Original Agreement, and Daewoo will have no further claims on account of the Original Agreement against the Debtors or their estates.



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- Other ways to increase total volume and the number of SKU displayed.

- VII. **Marketing of Winia and Daewoo Brands.** Without commitment, the Parties will discuss opportunities to market the Daewoo and Winia brands to determine whether such opportunities are mutually beneficial.
- VIII. **Financial Information.** Transform, in its discretion, may work with Daewoo to provide it with financial information in order support Daewoo in any effort borrow against its Transform accounts receivable.
- IX. **Waiver of Claims.** Daewoo agrees that Transform is not a successor to any of the Debtors and shall have no liabilities, except as set forth herein, in respect of the Original Agreement for any events or circumstances existing prior to the date on which the Bankruptcy Court's order approving the assumption and assignment of the Original Agreement to Transform becomes effective as to such Original Agreement.

[Signature Page Follows]

Each Party is signing this Agreement on the date stated in each Party's signature block.

TRANSFORM SR LLC, TRANSFORM KM LLC AND TRANSFORM SR BRANDS  
MANAGEMENT LLC

By: Transform SR Holding Management LLC, as their agent

By: Peter Baetres

Name: PETER BAETRES

Title: PRESIDENT KCD

Date: 4.13.19.

WINIADA EWOO ELECTRONICS AMERICA, INC.

By: [Signature]

Name: Jay Junghun Kim

Title: President

Date: 04/13/2019